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Proposed Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
)	
THE GYMBOREE CORPORATION, <i>et al.</i> , ¹)	Case No. 17-32986 (KLP)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF MOTION AND NOTICE OF HEARING ON DEBTORS' MOTION
FOR ENTRY OF AN ORDER (I) AUTHORIZING (A) THE DEBTORS TO
ASSUME THE BACKSTOP COMMITMENT AGREEMENT AND (B) THE
PAYMENT AND ALLOWANCE OF RELATED FEES AND EXPENSES
AS ADMINISTRATIVE CLAIMS, AND (II) GRANTING RELATED RELIEF**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Debtors' service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

PLEASE TAKE NOTICE THAT on June 16, 2017, Gymboree Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of an Order (I) Authorizing (A) the Debtors to Assume the Backstop Commitment Agreement and (B) The Payment and Allowance of Related Fees and Expenses As Administrative Claims, and (II) Granting Related Relief* [Docket No. 142] (the “Motion”), with the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”).

PLEASE TAKE FURTHER NOTICE THAT your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in these bankruptcy cases. (If you do not have an attorney, you may wish to consult one.)

PLEASE TAKE FURTHER NOTICE THAT in connection with the chapter 11 cases, an *Order (I) Establishing Certain Notice, Case Management and Administrative Procedures (II) Granting Related Relief* [Docket No. 76] (the “Case Management Order”) was entered by the Court on June 12, 2017, which, among other things, prescribes the manner in which objections must be filed and served and when hearings will be conducted. A copy of the Case Management Order may be obtained at no charge at <https://cases.primeclerk.com/gymboree> or for a fee via PACER at <http://www.vaeb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT if you do not timely file and serve a written objection to the relief requested in the Motion, the Court may deem any opposition waived, treat the Motion as conceded and enter an order granting the relief requested in the Motion without further notice or a hearing.

PLEASE TAKE FURTHER NOTICE THAT in accordance with the Case Management Order, if you wish to oppose the Motion, **on or before 5:00 p.m. prevailing**

Eastern Time on July 3, 2017, or such shorter time as the Court may hereafter order, and of which you may receive subsequent notice, (the “Objection Deadline”), you must file with the Court, at the address shown below, a written objection pursuant to Local Bankruptcy Rule 9013-1 and the Case Management Order:

Clerk of the Court
United States Bankruptcy Court
701 East Broad Street
Richmond, Virginia 23219

PLEASE TAKE FURTHER NOTICE THAT in accordance with the Case Management Order, you must also serve a copy of your written objection on the Core Group, the 2002 List and the Affected Entities, as such terms are defined in the Case Management Order, **on or before the Objection Deadline.**

PLEASE TAKE FURTHER NOTICE THAT the Motion is scheduled to be heard before the Court on the Omnibus Hearing date scheduled for **July 11, 2017 at 11:00 a.m.** prevailing Eastern Time, in the United States Bankruptcy Court, 701 East Broad Street, Room 5100, Richmond, Virginia 23219. If you fail to file timely a written response and to attend the hearing even if a response is timely filed, the Court may consider any objection you may have waived and enter an order granting the relief requested.

PLEASE TAKE FURTHER NOTICE THAT you should consult the Case Management Order before filing any written objection to the Motion.

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Dated: June 16, 2017
Richmond, Virginia

/s/ Michael A. Condyles

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Peter J. Barrett (VA 46179)

Jeremy S. Williams (VA 77469)

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